

## FORM D

Notice of Exempt  
Offering of SecuritiesU.S. Securities and Exchange Commission  
Washington, DC 20549

(See instructions beginning on page 5)

SEC Mail Processing  
Section

DEC 10 2008

Washington, DC

1335294  
OMB APPROVAL

OMB Number: 3235-0076

Expires: December 31, 2008

Estimated average burden  
hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

## Item 1. Issuer's Identity

Name of Issuer

KeyOn Communications Holdings, Inc.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization  
(Select one)☐

Over Five Years Ago

☒Within Last Five Years  
(specify year)

2007

☐

Yet to Be Formed

Previous Name(s)

☐ None

Entity Type (Select one)

☒

Corporation

☐

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

Other (Specify)

PROCESSED

DEC 24 2008

THOMSON REUTERS

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

## Item 2. Principal Place of Business and Contact Information

Street Address 1

11742 Stonegate Circle

Street Address 2

City

Omaha

State/Province/Country

NE

ZIP/Postal Code

68164

Phone No.

402-998-4000

## Item 3. Related Persons

Last Name

Snyder

First Name

Jonathan

Middle Name

Street Address 1

3051 Traverse Creek Drive

Street Address 2

City

Las Vegas

State/Province/Country

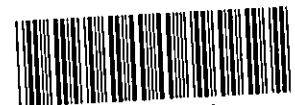
NV

ZIP/Postal Code

89135

Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)



08066740

(Identify additional related persons by checking this box ☒ and attaching Item 3 Continuation Page(s).)

## Item 4. Industry Group (Select one)

☐

Agriculture

Banking and Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☐ Pooled Investment FundIf selecting this industry group, also select one fund  
type below and answer the question below:☐ Hedge Fund☐ Private Equity Fund☐ Venture Capital Fund☐ Other Investment FundIs the issuer registered as an investment  
company under the Investment Company  
Act of 1940? ☐ Yes ☐ No☐ Other Banking & Financial Services☐

Business Services

Energy

☐ Electric Utilities☐ Energy Conservation☐ Coal Mining☐ Environmental Services☐ Oil & Gas☐ Other Energy

Health Care

☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☐ Pharmaceuticals☐ Other Health Care☐

Manufacturing

Real Estate

☐ Commercial☐

Construction

☐

REITS &amp; Finance

☐

Residential

☐

Other Real Estate

☐

Retailing

☐

Restaurants

Technology

☐ Computers☒ Telecommunications☐ Other Technology

Travel

☐ Airlines & Airports☐ Lodging & Conventions☐ Tourism & Travel Services☐ Other Travel☐

Other

**FORM D****U.S. Securities and Exchange Commission**

Washington, DC 20549

**Item 5. Issuer Size (Select one)****Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)**

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☒ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

**OR****Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)**

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504(b)(1)(i)
- ☐ Rule 504(b)(1)(ii)
- ☐ Rule 504(b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)

**Investment Company Act Section 3(c)**

- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)

- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

**Item 7. Type of Filing**☒ New Notice **OR** ☐ AmendmentDate of First Sale in this Offering:  **OR** ☐ First Sale Yet to Occur**Item 8. Duration of Offering**Does the issuer intend this offering to last more than one year? ☐ Yes ☒ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- ☐ Equity
- ☒ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☒ Other (Describe)

 +**Item 10. Business Combination Transaction**Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

 +

**FORM D****U.S. Securities and Exchange Commission**

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**Item 11. Minimum Investment**

Minimum investment accepted from any outside investor

\$

0

**Item 12. Sales Compensation**

Recipient

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer

☒ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$ 1,750,000

OR ☐ Indefinite

(b) Total Amount Sold

\$ 1,033,375

(c) Total Remaining to be Sold  
(Subtract (a) from (b))

\$ 716,625

OR ☐ Indefinite

Clarification of Response (if Necessary)

**Item 14. Investors**Check this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

14

**Item 15. Sales Commissions and Finders' Fees Expenses**

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$

☐ Estimate

Clarification of Response (if Necessary)

Finders' Fees \$

☐ Estimate

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

☐ Estimate

Clarification of Response (if Necessary)

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

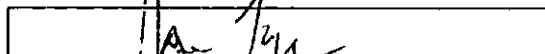
\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☒ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

KeyOn Communications Holdings, Inc.

Signature



Name of Signer

Jason Lazar

Title

Vice President of Corporate Development and General Counsel

Number of continuation pages attached:

4

Date

12/04/08

## Items 1 and 2 Continuation Page

## Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer <div>KeyOn Communications Holdings, Inc.</div>		Previous Name(s) <input type="checkbox"/> None <div></div> <div></div> <div></div>	Entity Type (Select one) <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other (Specify) <div></div>
Jurisdiction of Incorporation/Organization <div>Delaware</div>			
Year of Incorporation/Organization (Select one) <input type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (specify year) <div>2007</div> <input type="radio"/> Yet to Be Formed			

At your option, supply separate contact information for this issuer:

Street Address 1 <div></div>		Street Address 2 <div></div>	
City <div></div>	State/Province/Country <div></div>	ZIP/Postal Code <div></div>	Phone No. <div></div>

Name of Issuer <div></div>		Previous Name(s) <input type="checkbox"/> None <div></div> <div></div> <div></div>	Entity Type (Select one) <input type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other (Specify) <div></div>
Jurisdiction of Incorporation/Organization <div></div>			
Year of Incorporation/Organization (Select one) <input type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (specify year) <div></div> <input type="radio"/> Yet to Be Formed			

At your option, supply separate contact information for this issuer:

Street Address 1 <div></div>		Street Address 2 <div></div>	
City <div></div>	State/Province/Country <div></div>	ZIP/Postal Code <div></div>	Phone No. <div></div>

Name of Issuer <div></div>		Previous Name(s) <input type="checkbox"/> None <div></div> <div></div> <div></div>	Entity Type (Select one) <input type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other (Specify) <div></div>
Jurisdiction of Incorporation/Organization <div></div>			
Year of Incorporation/Organization (Select one) <input type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (specify year) <div></div> <input type="radio"/> Yet to Be Formed			

At your option, supply separate contact information for this issuer:

Street Address 1 <div></div>		Street Address 2 <div></div>	
City <div></div>	State/Province/Country <div></div>	ZIP/Postal Code <div></div>	Phone No. <div></div>

(Copy and use additional copies of this page as necessary.)

## Item 3 Continuation Page

## Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Snyder	Jerome	
Street Address 1	Street Address 2	
8628 Scarsdale Avenue		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	NV	89117
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Lazar	Jason	
Street Address 1	Street Address 2	
2925 Red Springs Drive		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	NV	89135
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

## Signature Continuation Page

## Signature and Submission

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

Issuer

KeyOn Communications Holdings, Inc.

Name of Signer

Jason Lazar

Signature

Title

Vice President of Corporate Development and General Counsel

Date

12/04/08

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

• • Please see the below items as they are not fully displayed in the print version of the Form D.

Item 9-

"These subordinated secured notes have a conversion feature upon the occurrence of a "change of control transaction" or "sale of securities" as defined therein."

Item 10-

"The "change of control transaction" implicates the conversion feature as defined above, but the offering is not being made in connection with a business combination."

Jason Lazar

KeyOn Communications, Inc.

4061 Dean Martin Drive

Las Vegas, NV 89103

Tel. 702-949-3570 x 225

Fax. 702-949-3579

Mob. 310-403-6307

[www.keyon.com](http://www.keyon.com)

**END**